

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

FRANK J. NAPOLITANO, JR.	:	CIVIL ACTION
	:	
Plaintiff,	:	NO. 07-CV-755
	:	
vs.	:	
	:	
TOWN SPORTS INTERNATIONAL HOLDINGS INC. and TOWN SPORTS INTERNATIONAL, INC.	:	
	:	
Defendants.	:	

**O R D E R**

AND NOW, this \_\_\_\_\_ day of \_\_\_\_\_, 2007, upon consideration of plaintiff's Motion for Summary Judgment, and the defendants' response thereto, it is hereby ORDERED that plaintiff's Motion is GRANTED. The Court hereby decrees specific performance by defendants of the Agreements attached as Exhibits A and C to the Complaint in this matter. The defendants will, within ten (10) days of the date hereof, accept plaintiff's exercise of options to purchase 55,440 shares of common stock of defendant Town Sports International Holdings, Inc., at a price per share of \$5.36, and will accept plaintiff's exercise of options to purchase 2,800 shares of common stock of defendant Town Sports International Holdings, Inc., at a price per share of \$10.29. As a condition of said decree, plaintiff will tender to

defendants, by certified check, the purchase price for said shares, as well as an additional amount, to be agreed by the parties, for federal and state income tax withholding. The Court also grants partial summary judgment to plaintiff under Count II of the complaint, as to liability for breach of contract, only.

BY THE COURT:

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John R. Padova, J.